We would like more background on this project to be able to accurately evaluate the level of work involved to fulfill the States requirements:

1. Is there a current Investment Policy that can be provided? If not, is it anticipated that one would be developed as part of this assignment?

See attached

2. Approximately how many mutual funds are currently being used? We assume there are no separate account investment managers.

Bright Start

2 aged based portfolios, 7 static portfolios which are comprised of 12 mutual funds. There are some separately managed accounts.

Bright Directions

- 3 age based portfolios, 7 target portfolios, 1 woman –minority portfolio, 25 individual portfolios which comprise 45 portfolios and mutual funds.
- 3. What is the approximate value of the assets?

\$2.7 Billion total

4. Are the Pool's assets growing with new contracts being issued?

The pool took in approximately \$500 million in new assets and 30,000 new accounts for 2007.

5. Is the Pool currently working with an Investment Consultant or would these services requested be new for the Pool?

Yes, we are currently working with an investment consultant.

6. How much detail is required for Performance Measurement? Straight forward asset class and total Pool measurement against market related benchmarks and peers or would more detailed risk and attribution analysis be required?

Performance measurement by asset class, benchmarks and peers.

7. Would investment management and/or other (such as custody or trading) fees be part of the analysis?

No

Bright Start® College Savings Pool Investment Policy Statement

I. Statement of Purpose of Investment Policy

The purpose of this Statement is to assist contractors retained by the Treasurer to provide services related to the management of the assets of the Bright Start[®] College Savings Pool (the "Pool") and to assist the Treasurer's Office in evaluating the performance of such contractors by:

- Describing the Treasurer's investment objectives;
- Providing general guidelines for the investment of assets of the Pool;
- Describing the Treasurer's long-term investment strategy;
- Describing the process of evaluating the performance of contractors that provide investment management services to the Pool; and
- Specifying the responsibilities of any contractors that provide investment management services to the Pool.

This is the official Investment Policy Statement of the Pool. Deviation from this Policy is not permitted without prior, explicit, written permission from the Treasurer.

II. Establishment and Authority of Entity

The Pool has been established as a "qualified tuition program" in accordance with Section 529 of the Internal Revenue Code of 1986, as amended. It was established to provide families with a new opportunity to invest toward future college education expenses.

III. Investment Philosophy

The Treasurer has adopted a long-term total return strategy regarding the Pool and its investments. In order to achieve the Pool's objectives, investments shall be diversified so as to minimize the risk of loss. While some asset classes may experience short-term and intermediate-term volatility, their long-term return assumptions justify their inclusion. A long-term focus on investment results as well as prudent diversification across public security markets will be the primary risk control mechanisms.

In its investment strategy, the Treasurer has relied on prevailing financial theory, which currently utilizes a long-term diversified asset allocation strategy. A prudently allocated investment program possesses a significant level of diversification, which produces risk reduction. In terms of impact, diversification shall be considered along the following lines: (1) asset classes (stocks, bonds, cash, etc.), (2) geography/country, (3) industry, and (4) maturity.

Contributions to the Pool will be directed to one of nineteen portfolios (the "Portfolios"), each with a designated mix of investments. The determination of the investment parameters of each Portfolio shall be made by the Treasurer and shall take into account the financial characteristics of the investments in the Pool. The investment parameters will also give due consideration to the

fact that the investment horizon for Account Owners will vary from a few months to over 18 years.

The Treasurer will review the investment performance of each Portfolio at least quarterly and shall review this Investment Policy Statement at least annually.

The holdings of the Pool and the Portfolios are divided into the following broad asset categories:

- A. Short-term Investments
- B. Fixed-Income Securities
- C. Large Capitalization U.S. Stocks
- D. Small Capitalization U.S. Stocks
- E. International Stocks

The Treasurer will establish reasonable guidelines for each Portfolio, specifying (as applicable) limits on asset and asset class exposures. While the investment parameters offered under the Pool are developed by the Treasurer, Account Owners bear the risk of investment results. Individual Account Owners who seek investments materially different from those offered may wish to select an investment alternative outside of the Pool.

The administration and offering of the Pool should not be relied upon as a guarantee to Account Owners. Each Account Owner should seek appropriate advice, as he or she deems necessary.

IV. Investment Objectives

The overall investment program for the Pool and, as applicable, the individual Portfolios provided to the Account Owners shall seek to achieve the following long-term investment objectives:

- A. A long-term competitive rate of return on investments that is equal to or exceeds a return of the applicable benchmarks shown in Section VII hereof.
- B. A long-term competitive rate of return on investments through indexed fund portfolios that correspond to the applicable benchmarks shown in Section VII hereof.
- C. An investment program flexible enough to meet the needs of Account Owners based upon their age or investment objective or the age of the beneficiary and which provides each individual with the ability to invest in a diversified portfolio to meet his or her long-term investment goals.

V. Investment Responsibilities

The Treasurer is responsible for the investment policy, the direction of investments and administration of the assets of the Pool. In order to properly carry out his responsibilities, the Treasurer may rely on one or more contractors to assist in the administration of the Pool. The Treasurer has engaged, and plans to rely heavily on, OppenheimerFunds, Inc. (the "Manager")

for various investment management and related administrative services. Among the current responsibilities of the Manager is the implementation of the investment strategy outlined in this Policy and the rebalancing of the Portfolios when market movement and/or cash flows cause an asset class to be outside its policy allocation bands. The Treasurer's Office and the Manager shall **meet quarterly** to review portfolio performance as compared to the applicable benchmarks and peer group performance.

In managing the investments of the College Savings Pool and the Portfolios, the Manager agrees that it will act with the skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like objectives.

VI. Investment Parameters

Contributions will be invested in one of nineteen Portfolios, each with a designated mix of investments that is appropriate for the investment objective of the Portfolio. Each Portfolio allocates assets in a combination of underlying investments investing in large capitalization U.S. stocks, small capitalization U.S. stocks, international stocks, fixed-income and short-term investments. The asset allocation of each Portfolio will be established by the Treasurer and managed by the Manager. The Treasurer may adjust the weighting in stocks, bonds and cash in each Portfolio and may change the underlying investments within the Portfolios consistent with this Investment Policy Statement and its agreement with the Manager.

The policy target asset allocations and benchmarks for the underlying investments within the Portfolios are shown below. There is a permissible range of plus or minus 5% around the target allocation for each underlying investment.

Actively Managed Age Based Portfolios

Underlying Investment Category	Benchmark	#1 Portfolio (0-6 yrs)	#2 Portfolio (7-9 yrs)	#3 Portfolio (10-11 yrs)	#4 Portfolio (12-14 yrs)	#5 Portfolio (15-17 yrs)	#6 Portfolio (18+ yrs)
Large Cap Equity	Russell 3000 Index	67.50%	52.50%	45.00%	37.50%	22.50%	7.50%
Small Cap Equity	Russell 2000 Index	9.00%	7.00%	6.00%	5.00%	3.00%	1.00%
International Equity	MSCI EAFE Index	13.50%	10.50%	9.00%	7.50%	4.50%	1.50%
Core Bond	LB Aggregate Bond Index	10.00%	17.50%	25.00%	25.00%	30.00%	20.00%
US Government	LB Government Bond Index	0%	12.50%	10.00%	15.00%	15.00%	15.00%
Short term bond	LB 1-3 Yr. Government Bond Index	0%	0%	5.00%	10.00%	15.00%	40.00%
Money Market	3-Month T-Bill	0%	0%	0%	0%	10.00%	15.00%

Index Age Based Portfolios

Underlying Investment	Benchmark	#1 Portfolio (0-6 yrs)	#2 Portfolio (7-9 yrs)	#3 Portfolio (10-11 yrs)	#4 Portfolio (12-14 yrs)	#5 Portfolio (15-17 yrs)	#6 Portfolio (18+ yrs)
Category							
Large Cap Equity	Russell 3000 Index	67.50%	52.50%	45.00%	37.50%	22.50%	7.50%
Small Cap Equity	Russell 2000 Index	9.00%	7.00%	6.00%	5.00%	3.00%	1.00%
International Equity	MSCI EAFE Index	13.50%	10.50%	9.00%	7.50%	4.50%	1.50%
Core Bond	LB Aggregate Bond Index	10.00%	20.00%	30.00%	40.00%	50.00%	70.00%
US Government	LB Government Bond Index	0%	0%	0%	0%	0%	0%
Short term bond	LB 1-3 Yr. Government Bond Index	0%	0%	0%	0%	0%	0%
Money Market	3 Month T-Bill	0%	10.00%	10.00%	10.00%	20.00%	20.00%

Active Fixed Income, Equity or Balanced Options

Underlying Investment Category	Benchmark	Fixed Portfolio	Equity Portfolio	Balanced Portfolio
Large Cap Equity	Russell 3000 Index	0%	75%	37.50%
Small Cap Equity	y Russell 2000 Index 0%		10%	5%
International Equity	MSCI EAFE Index	0%	15%	7.50%
Core Bond	LB Aggregate Bond Index	100%	0%	50%
US Government	LB Government Bond Index	0%	0%	0%
Short term bond	LB 1-3 Yr. Government Bond Index	0%	0%	0%
Money Market	3 Month T-Bill	0%	0%	0%

Index Fixed Income, Equity or Balanced Options

Underlying Investment Category	Benchmark	nchmark Fixed Portfolio		Balanced Portfolio
Large Cap Equity	Russell 3000 Index	0%	75%	37.50%
Small Cap Equity	Russell 2000 Index	0%	10%	5%

International Equity	MSCI EAFE Index	0%	15%	7.50%
Core Bond	LB Aggregate Bond Index	80%	0%	40%
US Government	LB Government Bond Index	0%	0%	0%
Short term bond	LB 1-3 Yr. Government Bond Index	0%	0%	0%
Money Market	3 Month T-Bill	20%	0%	10%

Each active Portfolio's return objective is to equal or exceed, over a three-year rolling period, the return of the applicable benchmark. Volatility, measured by the standard deviation of quarterly returns over that period, is expected to be similar to the benchmark. Each underlying investment is also expected to perform favorably relative to its peer group.

To the extent that the assets of an Portfolio are invested in one or more underlying investments approved by the Treasurer having investment objectives consistent with the above-noted asset allocation categories, the above-noted percentage guidelines shall be deemed satisfied. This shall be the case even if such an underlying investment's assets may not be entirely invested in the asset class in which such underlying investment has been placed.

Principal Protection Income Option Portfolio

The Principal Protection Income Option Portfolio is a separate Portfolio managed primarily as a diversified portfolio of investment grade readily marketable U.S. government securities, foreign government securities, corporate fixed-income securities, mortgage related securities and asset-backed securities of domestic and foreign issuers, that attempts to reduce significantly under normal circumstances fluctuations in the value of its assets, other than money market securities and money market fund securities, by entering into one or more contracts (known as "Wrapper Agreements"), each with a financial institution such as an insurance company or a bank whose long-term credit rating is in the highest two categories as determined by Standard and Poor's and Moody's. A Wrapper Agreement enables the Principal Protection Income Option Portfolio, regardless of market fluctuations, to value the assets of the Portfolio covered by the Wrapper Agreement at their book value. The Principal Protection Income Option Portfolio may invest in interest only or principal only securities, long and short positions in exchange-traded futures, exchange-traded options (i.e. puts and calls) on futures, and the writing of covered calls on exchange-traded futures, for the express purpose of managing Portfolio interest rate risk.

A portion of each Portfolio may be invested in repurchase agreements, shares of a money market mutual fund, or other money market instruments and accounts to provide flexibility in meeting redemptions, expenses and the timing of new investments.

State of Illinois Office of the Treasurer BRIGHT DIRECTIONS COLLEGE SAVINGS PROGRAM INVESTMENT POLICY STATEMENT For the year ended June 30, 2006

Statement of Purpose of Investment Policy: The purpose of this statement is to assist contractors retained by the Treasurer to provide services related to the management of the assets of the Illinois College Savings Pool that are contributed to the Bright Directions College Savings Program (the "Program") and to assist the Treasurer's Office in evaluating the performance of such contractors by:

• Describing the Treasurer's investment objectives;

• Providing general guidelines for the investment of assets of the Program;

• Describing the Treasurer's long-term investment strategy;

• Describing the process of evaluating the performance of employees or contractors that provide investment management services to the Program; and

Program; and
• Specifying the responsibilities of any contractors that provide investment management services to the Program.

This is the official Investment Policy Statement of the Program. Deviation from this Policy is not permitted without prior, explicit, written permission

from the Treasurer.

2.0 Establishment and Authority of Entity: The Bright Directions College Savings Program has been established as part of the Illinois College Savings Pool, and is intended to qualify as a qualified tuition program in accordance with Section 529 of the Internal Revenue Code of 1986, as amended. The Program is sold through financial advisors and was established to compliment the existing Bright Start College Savings Program by allowing families to utilize a financial advisor to assist them with investing toward future college education expenses.

3.0 Participating Financial Institution: Accounts in the Program will be distributed through registered broker-dealers and financial institutions that have entered into a Selling Agent Agreement with Northern Trust Securities, Inc., acting as distributor for the Program. All new accounts in the Program will be processed through Union Bank & Trust Company ("Union Bank") as a participating financial institution. Union Bank has elected not to accept deposits in the Program as provided in Illinois Public Act 91-0607.

4.0 Investment Philosophy: The Treasurer has adopted a long-term total return strategy regarding the Program and its investments. In order to achieve the Program's objectives, investments shall be diversified so as to minimize the risk of loss. While some asset classes may experience short-term and intermediate-term volatility, their long-term return assumptions justify their inclusion. A long-term focus on investment results as well as prudent diversification across public security markets will be the primary risk control mechanisms.

In its investment strategy, the Treasurer has relied on prevailing financial theory, which currently utilizes a long-term diversified asset allocation strategy. A prudently allocated investment program possesses a significant level of diversification, which produces risk reduction. In terms of impact, diversification shall be considered along the following lines: (1) asset classes (stocks, bonds, cash, etc.),

maturity.

Contributions to the Program will be directed to one of thirty-five underlying portfolios (the "Underlying Portfolios"), each composed of a designated mix of investments or an individual investment fund. The determination of the investment parameters of each Underlying Portfolio shall be made by the Treasurer and shall take into account the financial characteristics of the investments in the Program. The investment parameters will also give due consideration to the fact that the investment horizon for participants will vary from a few months to over 18 years.

The Treasurer will review the investment performance of each Underlying Portfolio at least quarterly and shall review this Investment Policy Statement at least appeals.

rom the Treasurer

The Treasurer will review the investment performance of each Underlying Portfolio at least quarterly and shall review this Investment Policy Statement at least annually.

The holdings of the Program and the Underlying Portfolios are divided into the following broad asset categories:

A. Short Term Investments

B. Fixed Income Securities

C. Domestic Equity Securities

D. International Equity Securities

D. International Equity Securities

The Treasurer will establish reasonable guidelines for each Underlying Portfolio, specifying (as applicable) limits on asset and asset class exposures, risk constraints and investment return objectives. While the investment parameters offered under the Program are developed by the Treasurer, participants bear the risk of investment results. Individual participants who seek investments materially different from those offered may wish to select an investment alternative outside of the Program.

The administration and offering of the Program should not be relied upon as a guarantee to participants. Each participant should seek appropriate advice as he or she deems necessary.

advice as he or she deems necessary.

5.0 Investment Objectives: The overall investment program for the Program and, as applicable, the individual Underlying Portfolios provided to the participants shall seek to achieve the following long-term investment objectives:

• A long-term competitive rate of return on investments that is equal to or exceeds a return of the applicable benchmarks shown in Section 7.0 hereof.

• A long-term competitive rate of return on investments that is equal to or exceeds a return of the applicable benchmarks shown in Section 7.0 hereof.
• An investment program flexible enough to meet the needs of participants based upon their age or investment objective and which pro vides each individual with the ability to invest in a diversified portfolio to meet his or her long-term investment goals.
6.0 Investment Responsibilities: The Treasurer is responsible for the investment policy, the direction of investments and administration of the assets of the Program. In order to properly carry out her responsibilities, the Treasurer may rely on one or more contractors to assist in the administration of the Program. The Treasurer has engaged, and plans to rely heavily on Union Bank for administrative services and on Union Bank and its consultant, Wilshire Associates, Inc., for investment management services. Among the current responsibilities of Union Bank is the implementation of the investment strategy outlined in this Policy and the rebalancing of the Underlying Portfolios when market movement and/or cash flows cause an asset class to be outside its policy allocation bands. With the Treasurer's approval, Union Bank has retained Wilshire Associates, Inc. to provide it with portfolio design, due diligence and ongoing monitoring services with respect to the Underlying Portfolios and the implementation of the investment strategy outlined in this policy. The Treasurer's Office and Union Bank shall meet quarterly to review portfolio performance as compared to the applicable benchmarks and peer group performance.
In managing the investments of the Program and the Underlying Portfolios, Union Bank agrees that it will act with the skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like objectives.
7.0 Investme

Age Based Portfolios

Aggressive		#1	#2	#3	#4	#5
		Portfolio	Portfolio	Portfolio	Portfolio	Portfolio
	Benchmark	(0-8 yrs)	(9-12 yrs)	(13-16 yrs) (17-20 yrs)	(21+ yrs)
Large Cap Value	Russell 1000 Value	22.00%	17.50%	13.20%	8.70%	4.30%
Large Cap Blend	S&P 500	22.00%	17.80%	13.20%	9.00%	4.60%
Large Cap Growth	Russell 1000 Growth	22.00%	17.50%	13.20%	8.70%	4.30%
Small Cap Value	Russell 2000 Value	4.50%	3.60%	2.70%	1.70%	0.80%
Small Cap Blend	Russell 2000	5.00%	4.00%	3.00%	2.20%	1.20%
Small Cap Growth	Russell 2000 Growth	4.50%	3.60%	2.70%	1.70%	0.80%
Foreign Stock	MSCI EAFE	20.00%	16.00%	12.00%	8.00%	4.00%
Money Market	3-month T-Bills	0.00%	0.00%	0.00%	0.00%	20.00%
Ultra-Short Bond	3-month T-Bills	0.00%	0.00%	0.00%	20.00%	25.00%
Short Bond	ML 1-3 yr Treasury	0.00%	0.00%	20.00%	20.00%	20.00%
ntermediate Bond	Lehman Aggregate	0.00%	20.00%	20.00%	20.00%	15.00%
Growth		#1	#2	#3	#4	#5
		Portfolio	Portfolio	Portfolio		Portfolio
	Benchmark	(0-8 yrs)	(9-12 yrs)	(13-16 yrs) (17-20 yrs)	(21+ yrs
Large Cap Value	Russell 1000 Value	17.50%	13.20%	8.70%	4.30%	2.20%
Large Cap Blend	S&P 500	17.80%	13.20%	9.00%	4.60%	2.20%
arge Cap Growth	Russell 1000 Growth	17.50%	13.20%	8.70%	4.30%	2.20%
mall Cap Value	Russell 2000 Value	3.60%	2.70%	1.70%	0.80%	0.30%
mall Cap Blend	Russell 2000	4.00%	3.00%	2.20%	1.20%	0.80%
mall Cap Growth	Russell 2000 Growth	3.60%	2.70%	1.70%	0.80%	0.30%
oreign Stock	MSCI EAFE	16.00%	12.00%	8.00%	4.00%	2.00%
Money Market	3-month T-Bills	0.00%	0.00%	0.00%	20.00%	40.00%
Jltra-Short Bond	3-month T-Bills	0.00%	0.00%	20.00%	25.00%	30.00%
Short Bond	ML 1-3 yr Treasury	0.00%	20.00%	20.00%	20.00%	20.00%
ntermediate Bond	Lehman Aggregate	20.00%	20.00%	20.00%	15.00%	00.00%
Balanced						
		#1	#2	#3	#4	#5
		Portfolio	Portfolio	Portfolio	Portfolio	Portfolio
	Benchmark	(0-8 yrs)	(9-12 yrs)	(13-16 yrs)	(17-20 yrs)	(21+ yrs)
arga Can Valua	Russell 1000 Value	12 200/	9.700/	4.200/	2.20%	0.009/
Large Cap Value Large Cap Blend	S&P 500	13.20% 13.20%	8.70% 9.00%	4.30% 4.60%	2.20%	0.00% 0.00%
Large Cap Growth	Russell 1000 Growth	13.20%	8.70%	4.30%	2.20%	0.00%
Emall Can Valua	Puggall 2000 Value	2.709/	1.700/	0.800/	0.209/	0.009/
Small Cap Value Small Cap Blend	Russell 2000 Value Russell 2000	2.70% 3.00%	1.70% 2.20%	0.80% 1.20%	0.30% 0.80%	0.00% 0.00%
Small Cap Growth	Russell 2000 Growth	2.70%	1.70%	0.80%	0.30%	0.00%
Foreign Stock	MSCI EAFE	12.00%	8.00%	4.00%	2.00%	0.00%
Money Market	2 month T Bills	0.000/	0.000/	20.000/	40.000/	50.000/
Money Market Ultra-Short Bond	3-month T-Bills 3-month T-Bills	0.00% 0.00%	0.00% 20.00%	20.00% 25.00%	40.00% 30.00%	50.00% 30.00%
Short Bond			20.00%	20.00%	20.00%	20.00%
ntermediate Bond	ML 1-3 yr Treasury Lehman Aggregate	20.00% 20.00%	20.00%	15.00%	00.00%	00.00%
Farget Portfolios						
						T
	Fund 100	Fund 80	Fund 60	Fund 40 F	und 20 Fund 1	Fixed 0 Incom
	Benchmark					
Larga Can Value	recall 1000 Value 22 000/	17 500/	12 200/	9 700/	1 200/ 2 200/	0.000/
	ussell 1000 Value 22.00% 2P 500 22.00%	17.50% 17.80%	13.20% 13.20%		4.30% 2.20% 4.60% 2.20%	0.00%

		Fund 100	Fund 80	Fund 60	Fund 40	Fund 20	Fund 10	Fixed Income
	Benchmark							
Large Cap Value	Russell 1000 Value	22.00%	17.50%	13.20%	8.70%	4.30%	2.20%	0.00%
Large Cap Blend	S&P 500	22.00%	17.80%	13.20%	9.00%	4.60%	2.20%	0.00%
Large Cap Growth	Russell 1000 Growth	22.00%	17.50%	13.20%	8.70%	4.30%	2.20%	0.00%
Small Cap Value	Russell 2000 Value	4.50%	3.60%	2.70%	1.70%	0.80%	0.30%	0.00%
Small Cap Blend	Russell 2000	5.00%	4.00%	3.00%	2.20%	1.20%	0.80%	0.00%
Small Cap Growth	Russell 2000 Growth	4.50%	3.60%	2.70%	1.70%	0.80%	0.30%	0.00%
Foreign Stock	MSCI EAFE	20.00%	16.00%	12.00%	8.00%	4.00%	2.00%	0.00%
Money Market	3-month T-Bills	0.00%	0.00%	0.00%	0.00%	20.00%	40.00%	50.00%
Ultra-Short Bond	3-month T-Bills	0.00%	0.00%	0.00%	20.00%	25.00%	30.00%	30.00%
Short Bond	ML 1-3 yr Treasury	0.00%	0.00%	20.00%	20.00%	20.00%	20.00%	20.00%
Intermediate Bond	Lehman Aggregate	0.00%	20.00%	20.00%	20.00%	15.00%	00.00%	00.00%
Fund Portfolios								

Individual Fund Portfolios
Participants in the Program open their Accounts through registered broker-dealers and other financial advisors. As a result, the Treasurer deems it appropriate to offer individual mutual funds as separate Underlying Portfolios in the Program. The individual mutual funds the Treasurer selects will be described in the Program's current Program Disclosure Statement and may include the asset classes and benchmarks included in the Age-Based and Target Portfolios supplemented with the following asset classes and additional benchmarks:

Benchmark

Corporate Bond	Lehman U.S. Credit
Balanced	40% Lehman Aggregate; 50% S&P 500; 10% MSCI EAFE
Large Cap Value	Russell 3000 Value
Mid-Cap Growth	Russell Mid-Cap Growth
Small-Cap Value	Russell 2500 Value
Mid-Cap Blend	Wilshire 4500 Index
Socially Responsible	S&P 500
Real Estate	DJ Wilshire Real Estate Securities

^{7.0} Investment Parameters - Continued Each mutual fund's return objective is to equal or exceed, over a three-year rolling period, the return of the applicable benchmark. Volatility, measured by the standard deviation of quarterly returns over that period, is expected to be similar to the benchmark. Each mutual fund is also expected

Asset Class

II. State Treasurer's Office, 5x21.25, SPEC AD, 122020063001, CARRIE LEE, sig